

SEC Potential persons who are to respond to the collection of information contained 1972 (6- in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

| CECHDITIE CECHDITIE | UNITED STATES S AND EXCHANGE COMMISSION | OMB APPROVAL OMB Number: 3235- |
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| | Washington D.C. 20549 | 0076 |
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| | CE OF SALE OF SECURATION D. | Prefix Serial |
| | SECTION 4(6), AND/OR | |
| | LIMITED OFFERING EXEMPTION | DATE RECEIVED |
| UNIFURMI | LIMITED OFFERING EXEMPTION | |
| Series B Cumulative Co | ck if this is an amendment and name has change convertible Preferred Stock and Warrants to I | |
| Filing Under (Check box) | es) that [] <u>Rule 504</u> [] <u>Rule 505</u> [X] <u>Rule</u> | e 506 [] Section 4(6) [X] ULOI |
| apply): Type of Filing: [X] New Fil | | |
| Type of Filling. [X] New Ti | ing [] Amendment | 1881 (1881 1888) BARRI (1881 1888) BARRI (1881 1881 1881 1881 |
| | A. BASIC IDENTIFICATION DATA | |
| 1. Enter the information re | | 04043872 |
| Name of Issuer ([] check | if this is an amendment and name has changed | , and indicate change.) |
| Aura Systems, Inc. | | |
| | ces (Number and Street, City, State, Zip Code) | Telephone Number (Including |
| Area Code) | | . Orophisms realized (meladanig |
| | Seaundo. CA 90245 310 643 5300 | |
| | ness Operations (Number and Street, City, State different from Executive Offices) | e, Zip Code) Telephone Number |
| Brief Description of Busin | ess | |
| Design, assembly and | sales of mobile power generators | SECONDICTION OF THE SECOND SEC |
| Type of Business Organiz | zation | |
| [X] corporation | [] limited partnership, already formed | [] other (please specify): |
| [] business trust | [] limited partnership, to be formed | |
| | Month Year | |
| Actual or Estimated Date Organization: | | [x] Actual [] Estimated |

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D] [E]



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [] | Promoter [] | Beneficial Owner | [X] | Executive Officer | [X] | Director[] | General and/or Managing Partner |
|---------------------------------------|----------------------|--|--|---------|----------------------|--------------|---------------------------------------|---------------------------------------|
| Full Name (Last nam | e firs | st, if individual) | 11 THE LOCAL TO SERVICE OF THE SERVI | | | ************ | , , , , , , , , , , , , , , , , , , , | |
| Yu. Ravmond | | | | | | | | |
| Business or Residen | ce A | ddress (Numb | er and Street, | City, S | State, Zip Code | 2) | | |
| 2335 Alaska Avenu | ie. E | l Seaundo, C | A 90245 | - | | | | |
| Check Box(es) that Apply: | i in investment in i | COST CONTROL OF THE COST OF TH | Beneficial Owner | [X] | Executive Officer | [] | Director[] | General and/or Managing Partner |
| Full Name (Last nam Mail, Jacob | e firs | st, if individual) | | | | | | |
| Business or Residen 2335 Alaska Avenu | | , | | City, S | State, Zip Code |) | | |

| Check Box(es) that Apply: | [] | Promoter [] | Beneficial Owner | [] | Executive Officer | [X] | Director[] | General and/or Managing Partner |
|---|--------------------|--|--|---|--|---|--|--|
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| | | | | | | | | rafulei |
| Full Name (Last nam Sovster, Harry E. | e firs | st, if individual) | ar ar ner ought ongog near i America gan paga ar Albano | | | 1 - Weekfale - | , and the second of the second | |
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| Pincavage, John | | J., | | | | | | |
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| Business or Residen P. O. Box 1406, St | | • | | City, S | State, Zip Cod | e) | | |
| Check Box(es) that Apply: | [] | Promoter [X] | Beneficial Owner | [] | Executive Officer | [] | Director[] | General and/or Managing Partner |
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| Full Name (Last nam Prudent Bear Fund | l. Ind | 2 | | ······································ | | 211-1-000g-102-003 ⁴⁰⁰ - 11-2 ⁴⁰⁰ | | |
| Business or Residen 8140 Walnut Hill La | | | | City, S | State, Zip Cod | e) | | |

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| offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
|---|--|---|
| Type of Security Debt | Aggregate Offering Price \$ \$18,500,000 | Amount Already Sold \$ \$10,600,000 |
| [] Common [X] Preferred 1 | | |
| Convertible Securities (including warrants) Partnership Interests Other (Specify). Total | \$ \$ \$ <u>18,500,000</u> | \$\$ \$\$ \$_10,600,000 |
| Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Aggregate |
| Accredited Investors | Number Investors17 | Dollar Amount of Purchases \$10,600,000 \$\$ |
| Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | |
| Type of offering | Type of Security | Dollar Amount Sold |
| Rule 505 | | \$ <u></u> |
| Rule 504 | | \$ |
| Total | | \$ |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1 *} Offering of Convertible Preferred Stock and Warrants to Purchase Common Stock. No value assigned to warrants.

amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [X]5.000 Printing and Engraving Costs Legal Fees [X] 75,000 Accounting Fees Engineering Fees..... [] Sales Commissions (specify finders' fees separately) Other Expenses (identify) Escrow Fee \$ 20,000 [X] Total \$100,000 [X] b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response \$18,400,000 to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above Payments to Officers. Directors. & Payments To Affiliates Others Salaries and fees []\$_____ []\$____ Purchase of real estate []\$____[]\$____ Purchase, rental or leasing and installation of machinery []\$_____[]\$____ and equipment []\$_____[]\$____ Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in []\$_____[] exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness __ []\$_ [x]\$<u>17,500,000</u> Working capital []\$___ Other (specify): Payment to former management in settlement of [x]\$900,000 []\$____ litigation []\$_____[]\$____ [x]\$<u>900,000</u> [x]\$<u>17,500,000</u> Column Totals [x]\$<u>18,400,000</u> Total Payments Listed (column totals added)

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the

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| The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this |
|---|
| notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish |
| to the U.S. Securities and Exchange Commission, upon written request of its staff, the information |
| furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. |
| <i>'</i> |

| Issuer (Print or Type) | Signatuge , , | Date |
|--------------------------------|---------------------------------|-----------|
| AURA SYSTEMS, INC. | 1 Japan | 9/29/2004 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | |
| Raymond Yu | Chief Executive Officer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

- 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

 Yes No
 - See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) AURA SYSTEMS, INC. | Signature franc Gr | Date 9/29/2004 |
|--|---|-------------------|
| Name of Signer (Print or Type) Raymond Yu | Title (Print or Type) Chief Executive Officer | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 Intend to non-accr | sell to | 3 Type of security and aggregate offering price | 4 Type of inv | restor and | | 5 Disqualification under State ULOE (if yes, attach explanation of | | | |
|-------------|----------------------------|---------------------------------------|---|-------------------------|--------------|---------------------------------|--|------------------------------------|----|--|
| | investors (Part B-II | in State | offered in state | | rchased in S | tate | | waiver granted) (Part E-Item 1) | | |
| | | | Series B Cumulative Conv. Prefd Stock & Common Warrants | Number of Accredited | | Number of Non- Accredited | | | | |
| State AL | Yes | No | \$18,500,000 | Investors | Amount | Investors | Amount | Yes | No | |
| AK | | , , , , , , , , , , , , , , , , , , , | | | | <u> </u> | | | | |
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